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UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MARYLAND
(SOUTHERN DIVISION)

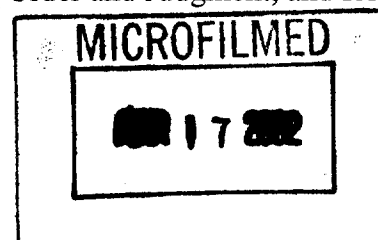
CLERK OF COURT
U.S. DISTRICT COURT
DISTRICT OF MARYLAND
DEPUTY

IN RE SWANSON CREEK OIL SPILL LITIGATION)	Master Case No. PJM-00-1429
)	Hon. Peter J. Messitte
This Document Relates to:)	
)	
ALL CASES)	Magistrate Charles B. Day
)	

FINAL ORDER AND JUDGMENT

This matter having come before the Court on the application of the Plaintiffs and defendants Potomac Electric Power Company ("Pepco") and Support Terminal Services, Inc. ("ST Services") (the "Settling Defendants"), for approval of the Settlement set forth in the Settlement Agreement, dated November 28, 2001 and the exhibits and amendments thereto (the "Settlement Agreement") relating to the above-referenced captioned consolidated lawsuits (the "Action"), and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefor; it is hereby ORDERED:

1. This Final Order and Judgment adopts and incorporates herein the Settlement Agreement.
2. The Court has jurisdiction over the subject matter of this litigation, and over all parties to this litigation, including all members of the Class, as defined in paragraph 5, below. Without in any way affecting the finality of this Final Order and Judgment for purposes of appeal, this Court hereby retains jurisdiction as to all matters relating to the administration, consummation, enforcement and interpretation of the Settlement Agreement and of this Final Order and Judgment, and for any other necessary purpose.



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3. The terms and provisions of the Settlement Agreement have been entered into in good faith and is fair, reasonable and adequate as to, and in the best interests of, each of the parties and the members of the Classes.

4. The Class Notice and the publication of the Summary Notice were the best practicable notice to the members of the Classes under the circumstances. Those notices fully and accurately informed members of the Classes of the proposed settlement, and their right to object or to exclude themselves from the proposed settlement and to appear at the Fairness Hearing. Those notices were reasonable and constitute due, adequate and sufficient notice to all persons entitled to be provided with notice.

5. The Court hereby certifies the following settlement classes (the "Settlement Classes"), for settlement purposes only, consisting of the following two classes:

Property Damage Class: All Persons who on April 7, 2000, owned waterfront property, or property with rights to use or enter upon communal beaches or other waterfront property, on the Patuxent River or its tributaries, and which waterfront property was contaminated by oil discharged, on or about April 7, 2000, from the pipeline owned by Pepco that transports oil to the electric generating plant at Chalk Point in Prince George's County.

Watermen Class: All persons holding Maryland commercial licenses to engage in the harvesting of natural resources from the Chesapeake Bay whose ability to engage in commercial harvesting of such resources from the Patuxent River was harmed by oil discharged, on or about April 7, 2000, from the pipeline owned by the Potomac Electric Power Company that transports oil to the electric generating plant at Chalk Point in Prince George's County.

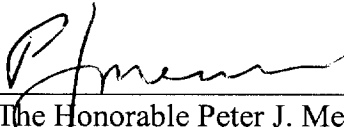
6. The proposed Settlement Class Representatives are adequate class representatives for the Settlement Classes.

7. That Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of \$750,000, or 33⅓% of the principle amount of the Settlement Fund, plus accrued interest thereon.

8. That Plaintiffs' Counsel are hereby awarded \$341,356.29 as an initial reimbursement of out-of-pocket expenses and payment of unpaid expenses incurred in this litigation.

9. That the named plaintiffs are hereby awarded \$ 174,600 as incentive awards to be divided among the named plaintiffs as set forth in the attached memorandum of law in support of this Motion.

SO ORDERED this 15 day of April, 2002.



The Honorable Peter J. Messitte
United States District Court
for the District of Maryland